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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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JAN 11 1994

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 20, 1993

McAfee Associates, Inc.
(Exact name of registrant as specified in its charter)

Delaware

0-20558

77-0316593

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(I.R.S. Employer
Identification No.)

2710 Walsh Avenue, Suite 200, Santa Clara, CA
(Address of principal executive offices)

95051-0903
(Zip Code)

Registrant's telephone number, including area code: (408) 988-3832

(Former name, former address and former fiscal year, if changed since last report)

This report, including exhibits, consists of 5 pages. The Exhibit Index is located on page 4.

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DISCLOSURE
INCORPORATED

Item 5. Other Events

On December 20, 1993, McAfee Associates, Inc. ("McAfee") announced in a press release that 2,000,000 shares of McAfee's common stock had been sold to entities affiliated or associated with Summit Partners and TA Associates, each of which owned significant amounts of McAfee common stock prior to this transaction, by the J&J Trust, of which John McAfee, founder and chairman of McAfee's board of directors, is a beneficiary. A copy of the press release announcing the sale of stock is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 7. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Press Release dated December 20, 1993.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 6, 1994

McAFEE ASSOCIATES, INC.

By: *Dan McCammon*
J. Daniel McCammon
Chief Financial Officer

McAfee Associates, Inc.
Exhibit Index
to Form 8-K

<u>Exhibit No.</u>	<u>Description</u>	<u>Sequentially Numbered Page</u>
5.1	Press Release dated December 20, 1993.	5

4, '93 17:05 (ET) McAFFEE ASSOCIATES

PHONE : 80045679753798137607446451

A : McAfee Associate

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DEC 20 '93 02:08PM
DEC. 20, 1993 2:12PM P 3
PHONE NO. : 408 970 9727



For Immediate Release

Contact:
Dan McCammon
McAfee
408 980-3624

INVESTORS INCREASE HOLDINGS IN McAFFEE COMMON STOCK

Santa Clara, California -- December 20, 1993 -- McAfee Inc. (NASDAQ: MCAF) reported today that Summit Partners and TA Associates purchased an aggregate of 2,000,000 shares of the company's common stock from the J&J Trust, of which John McAfee, founder and chairman of the board of directors, is a beneficiary. The shares of common stock purchased are not registered under the Securities Act, are subject to certain restrictions, including limitations on trading for a two year period, and, as a result, were purchased at a significant discount to the company's current trading price.

Summit Partners and TA Associates were investors in the company prior to its initial public offering and each owned significant amounts of stock prior to this transaction. Summit Partners and associated entities now own 2,871,250 shares of common stock of the company representing approximately 25% of the total common stock outstanding. TA Associates and associated entities now own 2,719,117 shares of common stock of the company representing approximately 24% of the total common stock outstanding. The J&J Trust now owns 1,659,880 shares of common stock of the company representing approximately 15% of the total common stock outstanding.

William L. Larson replaced Mr. McAfee as chief executive officer at McAfee in September. Mr. McAfee also recently resigned as chief technical officer of the company but remains chairman of its board of directors.

Based in Santa Clara, California, McAfee was founded in 1989 and is today the leading provider of anti-virus software. The company's software is distributed through computer resellers and electronically through a network of bulletin boards, CompuServe, America Online, Internet, and through a unique network of 180 authorized agents who provide local sales and technical support.

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